

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

ITV DIRECT, INC.,)	Civil Action No. 04-CV-10421-JLT
)	
Plaintiff,)	
)	
v.)	
)	
HEALTHY SOLUTIONS, L.L.C., et al.,)	
)	
Defendants.)	
CAPPSEALS, INC.,)	
)	
Plaintiff-in-Intervention,)	
)	
v.)	
)	
HEALTHY SOLUTIONS, L.L.C., d/b/a)	
DIRECT BUSINESS CONCEPTS; ITV)	
DIRECT, INC.; and DIRECT)	
FULFILLMENT, LLC,)	
)	
Intervenor-Defendants.)	

**PLAINTIFF-IN-INTERVENTION CAPPSEALS INC.'S MEMORANDUM OF
LAW IN SUPPORT OF ITS MOTION TO COMPEL DEFENDANTS
ITV DIRECT, INC. AND DIRECT FULFILLMENT LLC**

EXHIBIT B

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July 7, 2004

VIA FACSIMILE AND US MAIL

Susan W. Gelwick, Esq.
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World Trade Center East
Two Seaport Lane, Suite 300
Boston, MA 02210-2028

Re: ITV Direct, Inc. v. Healthy Solutions LLC, et al. and Cappseals, Inc. v. Healthy Solutions LLC d/b/a Direct Business Concepts, et al., Civil Action No. 04-CV-10421-JLT

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Dear Ms. Gelwick:

Following up to my letter of yesterday concerning the Discovery Order in this case, the Order requires ITV Direct Inc. ("ITV") to produce (1) all documents which support your clients' claims and/or defenses and (2) all documents *relevant to the disputed facts set forth in the pleadings*. Pursuant to the preliminary injunction order ("Injunction") in the FTC litigation, ITV has been ordered to produce documents in that litigation which fall within the broad scope of the Discovery Order in this case.

For example, the Injunction requires the production of an accounting report, which report will address issues such as the revenues, costs and expenditures, and flow of monies in connection with ITV's sale of Supreme Greens. The Injunction further requires the production of financial statements setting forth the assets of ITV. Given ITV's response to Cappseals's complaint, including its denial that ITV acknowledged receipt of the Supreme Greens shipped by Cappseals and its denial of the facts supporting Cappseals' breach of contract and reach and apply claims, the report, its supporting documents and the financial statements are relevant to the disputed facts in this case, including whether ITV received, paid for and/or sold the Supreme Greens shipped to ITV by Cappseals.

Since you have indicated that a protective order will be entered in this case, such order should be sufficient to safeguard any confidentiality concerns with respect to these documents.

Susan W> Gelwick, Esq.
July 7, 2004
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GADSBY HANNAH LLP

Please advise on whether you will be producing the above documents.

Very truly yours,



Kristin Cataldo

cc: Daniel J. Kelly, Esq.
Dustin F. Hecker, Esq.
Becky V. Christensen, Esq.